

|   |                                  |  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
|---|----------------------------------|--|-----------------------------------|-----------------------------------|-------------------------------------|-------------------------------------|--|-------------------------------------|--|--------------------------|---------------------------|-----------------------------|--------------------------------|---------------------------------|----------------------------------|----------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|
| <b>FORM B1</b><br><b>United States Bankruptcy Court</b><br><b>Southern District of New York</b>   |                                  | <b>Voluntary Petition</b>  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Delphi Automotive Systems LLC</b>  |                                  | Name of Joint Debtor (Spouse) (Last, First, Middle):   |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| All Other Names used by the Debtor in the last 6 years<br>(include married, maiden, and trade names):<br><b>Delphi Automotive Systems USA, LLC</b>  |                                  | All Other Names used by the Joint Debtor in the last 6 years<br>(include married, maiden, and trade names):  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No.<br>(if more than one, state all):<br><b>38-3431131</b>   |                                  | Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if<br>more than one, state all):   |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| Street Address of Debtor (No. & Street, City, State & Zip Code):<br><b>Delphi Automotive Systems LLC</b><br><b>5725 Delphi Drive</b><br><b>Troy, Michigan 48098-2815</b>  |                                  | Street Address of Joint Debtor (No. & Street, City, State & Zip Code):   |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| County of Residence or of the<br>Principal Place of Business:<br><b>Oakland County, Michigan</b>  |                                  | County of Residence or of the<br>Principal Place of Business:  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| Mailing Address of Debtor (if different from street address):<br><b>Same as Street Address</b>  |                                  | Mailing Address of Joint Debtor (if different from street address):  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| Location of Principal Assets of Business Debtor<br>(if different from street address above):<br><b>Same as Street Address</b>   |                                  |  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| <b>Information Regarding the Debtor (Check the Applicable Boxes)</b>  |                                  |  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| <b>Venue</b> (Check any applicable box)<br><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately<br>preceding the date of this petition or for a longer part of such 180 days than in any other District.<br><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  |                                  |  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| <b>Type of Debtor</b> (Check all boxes that apply)<br><input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad<br><input type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker<br><input checked="" type="checkbox"/> Other <u>LLC</u> <input type="checkbox"/> Clearing Bank  |                                  | <b>Chapter or Section of Bankruptcy Code Under Which the Petition is<br/>         Filed</b> (Check one box)<br><input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13<br><input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Sec. 304 – Case ancillary to foreign proceeding |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| <b>Nature of Debts</b> (Check one box)<br><input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business   |                                  | <b>Filing Fee</b> (Check one box)<br><input checked="" type="checkbox"/> Full Filing Fee attached<br><input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only)<br>Must attach signed application for the court's consideration certifying<br>that the debtor is unable to pay fee except in installments. Rule<br>1006(b). See Official Form No. 3.  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| <b>Chapter 11 Small Business</b> (Check all boxes that apply)<br><input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101<br><input type="checkbox"/> Debtor is and elects to be considered a small business under<br>11 U.S.C. § 1121(e) (Optional)   |                                  |  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| <b>Statistical/Administrative Information</b> (Estimates only)<br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be<br>no funds available for distribution to unsecured creditors.  |                                  | THIS SPACE IS FOR COURT USE ONLY   |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: left;">Estimated Number of Creditors</td> <td style="text-align: center;">1-15<br/><input type="checkbox"/></td> <td style="text-align: center;">16-49<br/><input type="checkbox"/></td> <td style="text-align: center;">50-99<br/><input type="checkbox"/></td> <td style="text-align: center;">100-199<br/><input type="checkbox"/></td> <td style="text-align: center;">200-999<br/><input type="checkbox"/></td> <td style="text-align: center;">1000-over<br/><input checked="" type="checkbox"/></td> </tr> </table>  |                                  |  | Estimated Number of Creditors     | 1-15<br><input type="checkbox"/>  | 16-49<br><input type="checkbox"/>   | 50-99<br><input type="checkbox"/>   | 100-199<br><input type="checkbox"/>              | 200-999<br><input type="checkbox"/> | 1000-over<br><input checked="" type="checkbox"/> |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| Estimated Number of Creditors   | 1-15<br><input type="checkbox"/> |  | 16-49<br><input type="checkbox"/> | 50-99<br><input type="checkbox"/> | 100-199<br><input type="checkbox"/> | 200-999<br><input type="checkbox"/> | 1000-over<br><input checked="" type="checkbox"/> |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| <table style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="7" style="text-align: left;">Estimated Assets</td> </tr> <tr> <td style="text-align: left;">\$0 to<br/>\$50,000</td> <td style="text-align: left;">\$50,001 to<br/>\$100,000</td> <td style="text-align: left;">\$100,001 to<br/>\$500,000</td> <td style="text-align: left;">\$500,001 to<br/>\$1 million</td> <td style="text-align: left;">\$1,000,001 to<br/>\$10 million</td> <td style="text-align: left;">\$10,000,001 to<br/>\$50 million</td> <td style="text-align: left;">\$50,000,001 to<br/>\$100 million</td> <td style="text-align: left;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table> |                                  |  | Estimated Assets                  |                                   |                                     |                                     |  |                                     |  | \$0 to<br>\$50,000       | \$50,001 to<br>\$100,000  | \$100,001 to<br>\$500,000   | \$500,001 to<br>\$1 million    | \$1,000,001 to<br>\$10 million  | \$10,000,001 to<br>\$50 million  | \$50,000,001 to<br>\$100 million | More than \$100 million  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            |
| Estimated Assets  |                                  |  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| \$0 to<br>\$50,000  | \$50,001 to<br>\$100,000         | \$100,001 to<br>\$500,000  | \$500,001 to<br>\$1 million       | \$1,000,001 to<br>\$10 million    | \$10,000,001 to<br>\$50 million     | \$50,000,001 to<br>\$100 million    | More than \$100 million                          |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| <input type="checkbox"/>  | <input type="checkbox"/>         | <input type="checkbox"/>   | <input type="checkbox"/>          | <input type="checkbox"/>          | <input type="checkbox"/>            | <input type="checkbox"/>            | <input checked="" type="checkbox"/>              |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
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| Estimated Debts   |                                  |  |                                   |                                   |                                     |                                     |  |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| \$0 to<br>\$50,000  | \$50,001 to<br>\$100,000         | \$100,001 to<br>\$500,000  | \$500,001 to<br>\$1 million       | \$1,000,001 to<br>\$10 million    | \$10,000,001 to<br>\$50 million     | \$50,000,001 to<br>\$100 million    | More than \$100 million                          |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |
| <input type="checkbox"/>  | <input type="checkbox"/>         | <input type="checkbox"/>   | <input type="checkbox"/>          | <input type="checkbox"/>          | <input type="checkbox"/>            | <input type="checkbox"/>            | <input checked="" type="checkbox"/>              |                                     |  |                          |                           |                             |                                |                                 |                                  |                                  |                          |                          |                          |                          |                          |                          |                          |                                     |

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| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>   |                                   | Name of Debtor(s):<br><b>Delphi Automotive Systems LLC</b> |  |
| <b>Prior Bankruptcy Case Filed Within Last 6 Years</b> (If more than one, attach additional sheet)                                  |                                   |  |  |
| Location<br>Where Filed: <b>NONE</b>  | Case Number:<br><b>N/A</b>        | Date Filed:<br><b>N/A</b>                                  |  |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet) |                                   |  |  |
| Name of Debtor:<br><b>See Schedule I attached</b>   | Case Number:<br><b>Pending</b>    | Date Filed:<br><b>Date hereof</b>                          |  |
| District:<br><b>Southern District of New York</b>   | Relationship:<br><b>Affiliate</b> | Judge:   |  |

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| <b>SIGNATURES</b>  |   |
| <p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.<br/>                 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11 of the United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.<br/>                 I request relief in accordance with the chapter of title 11 of the United States Code, specified in this petition.</p> <p>X _____<br/>                 Signature of Debtor</p> <p>X _____<br/>                 Signature of Joint Debtor</p> <p>_____<br/>                 Telephone Number (if not represented by attorney)</p> <p>_____<br/>                 Date</p> | <p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition</p><br><p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primary consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11 of the United States Code, and have explained the relief available under each such chapter.</p> <p>X _____<br/>                 Signature of Attorney for Debtor(s) <span style="float: right;">Date</span></p><br><p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.<br/> <input checked="" type="checkbox"/> No.</p> |

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| <p style="text-align: center;"><b>Signature of Attorney</b></p> <p>X <u>/s/ John Wm. Butler, Jr.</u><br/>                 Signature of Attorney for Debtor(s)</p> <p><u>John Wm. Butler, Jr.</u><br/>                 Printed Name of Attorney Debtor(s)</p> <p><u>Skadden, Arps, Slate, Meagher &amp; Flom LLP</u><br/>                 Firm Name</p> <p><u>333 West Wacker Drive, Suite 2100</u><br/> <u>Chicago, Illinois 60606-1285</u><br/>                 Address</p> <p><u>(312) 407-0700</u><br/>                 Telephone Number</p> <p><u>October 8, 2005</u><br/>                 Date</p> | <p style="text-align: center;"><b>Signature of Attorney</b></p> <p>X <u>/s/ Kayalyn A. Marafioti</u><br/>                 Signature of Attorney for Debtor(s)</p> <p><u>Kayalyn A. Marafioti</u><br/>                 Printed Name of Attorney Debtor(s)</p> <p><u>Skadden, Arps, Slate, Meagher &amp; Flom LLP</u><br/>                 Firm Name</p> <p><u>Four Times Square</u><br/> <u>New York, New York 10036</u><br/>                 Address</p> <p><u>(212) 735-3000</u><br/>                 Telephone Number</p> <p><u>October 8, 2005</u><br/>                 Date</p> |
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| <p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.<br/>                 The debtor requests relief in accordance with the chapter of title 11 of the United States Code, specified in this petition.</p> <p>X <u>/s/ John D. Sheehan</u><br/>                 Signature of Authorized Individual<br/> <u>John D. Sheehan</u><br/>                 Printed Name of Authorized Individual<br/> <u>Vice President and Chief Restructuring Officer</u><br/>                 Title of Authorized Individual<br/> <u>October 8, 2005</u><br/>                 Date</p> | <p style="text-align: center;"><b>Signature of Non-Attorney Petition Preparer</b></p> <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>_____<br/>                 Printed Name of Bankruptcy Petition Preparer</p> <p>_____<br/>                 Social Security Number (Required by 11 U.S.C. § 110(c).)</p> <p>_____<br/>                 Address</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>X _____<br/>                 Signature of Bankruptcy Petition Preparer</p> <p>_____<br/>                 Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</p> |
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## **SCHEDULE I**

### **PENDING BANKRUPTCY CASES OF AFFILIATES**

The following affiliates, which include the Debtor, have filed voluntary petitions under chapter 11 with this Court, on the date hereof:

ASEC Manufacturing General Partnership (Delaware)  
ASEC Sales General Partnership (Delaware)  
Aspire, Inc. (Michigan)  
Delco Electronics Overseas Corporation (Delaware)  
Delphi Automotive Systems (Holding), Inc. (Delaware)  
Delphi Automotive Systems Global (Holding), Inc. (Delaware)  
Delphi Automotive Systems Human Resources LLC (Delaware)  
Delphi Automotive Systems International, Inc. (Delaware)  
Delphi Automotive Systems Korea, Inc. (Delaware)  
Delphi Automotive Systems LLC (Delaware)  
Delphi Automotive Systems Overseas Corporation (Delaware)  
Delphi Automotive Systems Risk Management Corp. (Delaware)  
Delphi Automotive Systems Services LLC (Delaware)  
Delphi Automotive Systems Tennessee, Inc. (Delaware)  
Delphi Automotive Systems Thailand, Inc. (Delaware)  
Delphi China LLC (Delaware)  
Delphi Connection Systems (California)  
Delphi Corporation (Delaware)  
Delphi Diesel Systems Corp. (Delaware)  
Delphi Electronics (Holding) LLC (Delaware)  
Delphi Foreign Sales Corporation (Virgin Islands)  
Delphi Integrated Service Solutions, Inc. (Michigan)  
Delphi International Holdings Corp. (Delaware)  
Delphi International Services, Inc. (Delaware)  
Delphi Liquidation Holding Company (Delaware)  
Delphi LLC (Delaware)  
Delphi Mechatronic Systems, Inc. (Delaware)  
Delphi Medical Systems Colorado Corporation (Colorado)  
Delphi Medical Systems Corporation (Delaware)  
Delphi Medical Systems Texas Corporation (Delaware)  
Delphi NY Holding Corporation (New York)  
Delphi Services Holding Corporation (Delaware)  
Delphi Technologies, Inc. (Delaware)  
DREAL, Inc. (Delaware)  
Environmental Catalysts, LLC (Delaware)  
Exhaust Systems Corporation (Delaware)  
Packard Hughes Interconnect Company (Delaware)  
Specialty Electronics International Ltd. (Virgin Islands)  
Specialty Electronics, Inc. (South Carolina)

**DELPHI AUTOMOTIVE SYSTEMS LLC  
UNANIMOUS WRITTEN CONSENT  
OF THE SOLE MEMBER**

**Dated as of October 8, 2005**

Pursuant to Section 18-302(d) of the Delaware Limited Liability Company Act, the undersigned, being the sole member (the "Member") of Delphi Automotive Systems LLC, a Delaware limited liability company (the "Company"), does hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Member and direct that this written consent be filed with the minutes of the proceedings of the Member:

WHEREAS, the Member has been presented with a proposed petition to be filed by the Company in the United States Bankruptcy Court for the Southern District of New York seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought;

WHEREAS, the Company will benefit by the borrowings and use of cash collateral under that certain Revolving Credit, Term Loan and Guaranty Agreement, to be dated the date of the filing of the petition pursuant to Chapter 11 of the Bankruptcy Code (the "Loan Agreement" and together with each other document, instrument or agreement executed by the Company or any Guarantor in connection therewith, the "Loan Documents"), among Delphi Corporation (the "Parent") (the sole member of the Company), the Company, each a debtor and debtor-in-possession in a case to be filed under Chapter 11 of the Bankruptcy Code, and the other subsidiaries of the Parent signatory thereto (each a "Guarantor" and collectively with the Company, the "Guarantors"), each of which Guarantors will be a debtor and debtor-in-possession in a case to be filed under Chapter 11 of the Bankruptcy Code (the cases of the Parent and the Guarantors, each a "Case" and collectively, the "Cases"), JPMorgan Chase Bank, N.A. ("JPMCB"), Citigroup USA, Inc. ("CUSA"), each of the other financial institutions from time to time party hereto (together with JPMCB and CUSA, the "Lenders"), JPMCB, as administrative agent (in such capacity, the "Administrative Agent") for the Lenders, and CUSA, as syndication agent (in such capacity, the "Syndication Agent"; together, the Administrative Agent and the Syndication Agent are the "Agents") for the Lenders; which Loan Documents (A) provide the Parent with loan facilities of \$2,000,000,000, comprised of (i) a revolving credit and letter of credit facility in an aggregate principal amount of \$1,750,000,000 as set forth therein and (ii) a term loan in an aggregate principal amount of

\$250,000,000 as set forth therein, (B) require all of the Parent's obligations therein to be guaranteed by the Guarantors, and (C) provide for the proceeds therefrom to be used for working capital and for other general corporate purposes of the Parent and its Subsidiaries, including the making of pension contributions, adequate protection payments to the pre-petition lenders, and the payment of transaction costs, fees and expenses in respect of the contemplated transactions and the Cases and the payment of all Restructuring Costs (as defined in the Loan Agreement);

WHEREAS, the Member has determined that it is in the best interests of this Company and its stakeholders that this Company file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession would be sought.

NOW THEREFORE, BE IT RESOLVED, that this Company file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that each of the chairman, chief tax officer, president, secretary, treasurer, vice chairman, vice president, acting chief financial officer, assistant secretary and assistant treasurer of the Corporation be appointed by the Member as an authorized signatory (each, individually, an "Authorized Officer," and, collectively, the "Authorized Officers") in connection with the chapter 11 case authorized herein; and it is further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized, empowered and directed on behalf of this Company to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York in such form and at such time as the Authorized Officer executing said petition on behalf of this Company shall determine; and it is further

RESOLVED, that the Authorized Officers or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or to direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all other action which they or any one of them deem necessary, proper or

desirable in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officers or any other officers of the Company to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the terms and provisions of the Loan Documents, with such deletions or changes therein or additions thereto (substantial or otherwise) as the Authorized Officer executing the same may approve, are hereby adopted and approved in all respects; and that the Company hereby is authorized to enter into the Loan Documents and perform its obligations under the Loan Documents and to execute, authorize, deliver, verify, and/or file, or cause to be executed, authorized, delivered, verified and/or filed all necessary documents required to consummate the transactions contemplated thereby, and the Company is hereby authorized to borrow and to request letters of credit under the Loan Documents, and to pledge, mortgage or grant a lien or a security interest in, assets of the Company as security for such borrowing; and it is further

RESOLVED, that each and every officer, including the Authorized Officers, of the Company be, and each of them, acting alone, is hereby authorized, directed and empowered from time to time in the name and on behalf of the Company to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Company or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the Loan Documents (including, without limitation, any amendments, supplements or modifications to the Loan Documents and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Company now or hereafter acquired as contemplated by the Loan Documents, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Company, in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, his or her execution and delivery thereof to be conclusive evidence that he or she deems it necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority to so act and of his or her approval thereof; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute, deliver and perform

for and on behalf of the Company, as a debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officer or Authorized Officers so acting; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to authorize the Agent (as defined in the Loan Agreement) to file any Uniform Commercial Code (the "UCC") financing statement the Agent deems necessary or convenient to perfect any lien or security interest granted under any agreement of the Company granting security to the Agent for the benefit of the Lenders, including any such UCC financing statement containing a super-generic description of collateral, such as "all assets", "all property now or hereafter acquired" and other similar descriptions of like import and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filing in respect of intellectual and other property of the Company, in each case as the Agent may reasonably request to perfect the security interests of the Agent and the Lenders under the Loan Documents; and it is further

RESOLVED, that the Company as a wholly-owned subsidiary of Parent, hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in its judgment shall be necessary, appropriate or advisable to cause and authorize the Company to guaranty, including, without limitation, any guaranty required by the Agent as a condition of the Lenders entry into the Loan Documents, the borrowing by the Parent of funds from a Lender or Lenders as any Authorized Officer of the Company or Parent deems appropriate, and obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any one or more of the Authorized Officers as reasonably necessary for the continuing conduct of the affairs of the Company and Parent and the Company may grant security interests in and liens upon all or any portion of its assets as may be deemed necessary by any one or more of the Authorized Officers in connection with such borrowings or the use of such cash collateral, including, without limitation, any grant of security, liens or mortgages required by the Agent as a condition of the Lenders entry into the Loan Documents; and it is further

RESOLVED, that Rothschild, Inc. be, and hereby are, employed as financial advisors and investment bankers for the Company in the chapter 11 case; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP and its affiliates be, and hereby are, employed under general retainer as attorneys for the Company in the chapter 11 case; and it is further

RESOLVED, that the law firm of Shearman & Sterling LLP be, and hereby are, employed as special counsel for the Company in the chapter 11 case; and it is further

RESOLVED, that FTI Consulting, Inc. be, and hereby are, employed as restructuring advisor for the Company in the chapter 11 case; and it is further

RESOLVED, that the Authorized Officers of the Company be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers of the Company, each of the Authorized Officers of the Company be, and they hereby are, authorized and directed to take or perform or cause to be taken or performed all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Company, to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions; and it is further

RESOLVED, that all actions heretofore taken consistent with the purpose and intent of the foregoing resolutions are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that this consent may be signed in any number of counterparts, each of which shall be an original and all of which, taken together, shall constitute one and the same instrument and that once signed, this consent shall be filed with the corporate records of the Company; and it is further



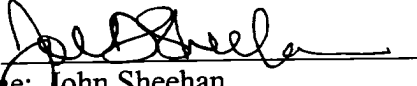
RESOLVED, that the foregoing resolutions shall be effective upon, and only in the event that, the Parent resolves to file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code.

When signed by the Company's Sole Member, this unanimous written consent shall be effective as of the date first written above.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this unanimous written consent of the Board of Managers as of the date first written above.

Delphi Corporation

By:   
Name: John Sheehan  
Title: Acting Chief Financial Officer

**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE FIFTY LARGEST UNSECURED CLAIMS**

Following is a list of the Debtors' creditors holding the fifty largest unsecured claims on a consolidated basis with its debtor-affiliates.<sup>1</sup> The list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing a chapter 11 case. This list does not include (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31), or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the fifty largest unsecured claims.

|    | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>  | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b> | <b>Nature of Claim</b>        | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|----|--|---|-------------------------------|---|--|
| 1. | General Motors Corporation<br>300 Renaissance Center<br>P.O. Box 300<br>Detroit, MI 48265-3000<br><br>Tel: 313-665-4898 (Legal)<br>Tel: 313-556-5000 (Main)<br>Fax: 517-272-3709   | John Devine, CFO  | Trade, Warranty,<br>and Other | Contingent<br>and<br>Unliquidated                           | Unknown                                |
| 2. | International Union of Electronic,<br>Electrical, Salaried, Machine and<br>Furniture Workers –<br>Communications Workers of<br>America<br>501 3rd Street N.W., 6th Floor<br>Washington, D.C. 20001<br><br>Tel: 202-434-1156<br>Fax: 202-434-1343 | James D. Clark,<br>President                            | Wages and<br>Benefits         | Contingent<br>and<br>Unliquidated                           | Unknown                                |
| 3. | Pension Benefit Guaranty Corp<br>1200 K Street, N.W.<br>Washington, D.C. 20005<br><br>Tel: 202-326-4020<br>Fax: 202-326-4112   | Jeffrey Cohen, Chief<br>Counsel                         | Guaranty                      | Contingent<br>and<br>Unliquidated                           | Unknown                                |

<sup>1</sup> All claims of affiliates are reported on a consolidated basis.

|    | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>  | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b>                                  | <b>Nature of Claim</b>          | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|----|--|--|---------------------------------|---|--|
| 4. | United Auto Workers<br>8000 E. Jefferson<br>Detroit, MI 48214<br><br>Tel: 313-926-5000<br>Fax: 313-823-6016  | Richard Shoemaker,<br>Vice President &<br>Director GM<br>Department                      | Wages and<br>Benefits           | Contingent<br>and<br>Unliquidated                           | Unknown                                |
| 5. | United Steel Workers<br>5 Gateway Center<br>Pittsburgh, PA 15222<br><br>Tel: 412-562-2400<br>Fax: 412-562-2484   | Leo W. Gerard,<br>President  | Wages and<br>Benefits           | Contingent<br>and<br>Unliquidated                           | Unknown                                |
| 6. | Wilmington Trust Company<br>Corporate Trust Office<br>1100 North Market Street Rodney<br>Square North,<br>Wilmington, DE 19890<br><br>Tel: 302-636-6058<br>Fax: 302-636-4143   | Steven M. Cimalore,<br>Vice President  | Notes                           |   | \$2,000,000,000                        |
| 7. | Law Debenture Trust Company of<br>New York<br>Corporate Trust Office<br>780 Third Ave, 31st Floor<br>New York, NY 10017<br><br>Tel: 212-750-6474<br>Fax: 212-750-1361<br><br>and<br><br>Wilmington Trust Company<br>Corporate Trust Office<br>1100 North Market Street Rodney<br>Square North,<br>Wilmington, DE 19890<br><br>Tel: 302-636-6058<br>Fax: 302-636-4143 | Patrick Healy,<br>Vice President<br><br>and<br><br>Steven M. Cimalore,<br>Vice President | Junior<br>Subordinated<br>Notes |   | \$412,371,975                          |

|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>  | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b>   | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|--|---|------------------------|---|--|
| 8.  | Flextronics International Asia Pacific<br>2 Robbins Road<br>Westford, MA 01886<br><br>Tel: 978-392-3015<br>Fax: 978-392-3011         | Joe Minville, Sr.<br>Director, Business<br>Development, Global<br>Automotive Markets                              | Trade                  |   | \$40,781,535                           |
| 9.  | Freescale Semiconductor Inc<br>6501 William Cannon Drive West<br>Austin, TX 78735-8598<br><br>Tel: 512-895-2093<br>Fax: 512-895-8746 | Paul Grimme, Senior<br>Vice President and<br>General Manager,<br>Transportation and<br>Standard Products<br>Group | Trade                  |   | \$22,710,027                           |
| 10. | Robert Bosch Corporation<br>38000 Hills Tech Drive<br>Farmington Hills, MI 48331-3417<br><br>Tel: 248-848-2555<br>Fax: 248-848-6505  | Linda Lynch, Sales<br>Manager, General<br>Motors N.A.   | Trade                  |   | \$15,069,265                           |
| 11. | Siemens Automotive Ltd<br>2400 Executive Hill Blvd.<br>Auburn Hills, MI 48326-2980<br><br>Tel: 248-209-5874<br>Fax: 248-209-7877     | Peter H. Huizinga,<br>Sales Manager, North<br>American Sales  | Trade                  |   | \$13,619,300                           |
| 12. | PBR Automotive USA Pacific Group<br>Ltd<br>140 Ellen Drive<br>Orion Township, MI 48359<br><br>Tel: 248-340-1290<br>Fax: 248-377-4939 | Gordon Diag, VP   | Trade                  |   | \$10,542,285                           |
| 13. | DMC 2 Canada Corporation<br>2347 Commercial Drive<br>Auburn Hills, MI 48326<br><br>Tel: 248-292-2261<br>Fax: 248-340-2471            | Bill Staron, Senior VP  | Trade                  |   | \$8,976,696                            |

|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>   | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b>  | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|---|--|------------------------|---|--|
| 14. | NEC Electronics Inc<br>Three Galleria Tower<br>13155 Noel Road, Ste 1100<br>Dallas, TX 75240<br><br>Tel: 972-855-5126<br>Fax: 972-655-5133  | Jim Trent, General<br>Manager, Automotive<br>SBU   | Trade                  |   | \$8,896,819                            |
| 15. | HSS LLC<br>5446 Dixie Highway<br>Saginaw, MI 48601<br><br>Tel: 989-777-2983<br>Fax: 989-777-4818  | David Bader,<br>President  | Trade                  |   | \$8,296,550                            |
| 16. | Tyco Electronics Corp<br><br>Amperestrabe 12-14<br>Bensheim, Germany D-64625<br><br>Tel: 49-0-62-51-133-1-202<br>Fax: 49-0-62-51-133-1-548<br><br>and<br><br>P.O. Box 3608<br>Harrisburg, PA 17105-3608<br><br>Tel: 717-592-2298<br>Fax: 717-592-7555 | Dr. Jurgen W.<br>Gromer, Vice<br>President Tyco<br>International Ltd.,<br>President and CEO<br>Tyco Electronics<br>Corp. | Trade                  |   | \$8,278,304                            |
| 17. | Molex Inc<br>222 Wellington Court<br>Lisle, IL 60532-1682<br><br>Tel: 630-718-5888<br>Fax: 630-813-5888   | Ron Schubel,<br>Executive Vice<br>President, President<br>Americas Region  | Trade                  |   | \$8,014,656                            |
| 18. | Panasonic Automotive<br>26455 American Drive<br>Southfield, MI 48034<br><br>Tel: 248-447-7111<br>Fax: 248-447-7008  | Vince Sarrecchia,<br>President,<br>Headquarters  | Trade                  |   | \$7,429,854                            |

|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>  | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b> | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|--|---|------------------------|---|--|
| 19. | Olin Corp<br>427 N Shamrock Street<br>East Alton, IL 62024-1174<br><br>Tel: 618-258-26664<br>Fax: 618-258-3481   | Devin Denner, Sales<br>Manager                          | Trade                  |   | \$7,231,721                            |
| 20. | Methode Electronics Inc<br>7401 W. Wilson<br>Chicago, IL 60706<br><br>Tel: 708-867-6777<br>Fax: 708-867-3288   | Don Duda, President                                     | Trade                  |   | \$6,397,471                            |
| 21. | SGS Thompson<br>Victor Park West<br>19575 Victor Parkway<br>Livonia, MI 48152<br><br>Tel: 734-953-1711<br>Fax: 734-462-4034  | Scott Shilling, Sales<br>Director                       | Trade                  |   | \$6,386,126                            |
| 22. | Philips Semiconductors<br>1817 Dogwood Drive<br>Kokomo, IN 46902<br><br>Tel: 765-868-3861<br>Fax: 765-452-9915   | Sam L. Trency,<br>Global Account<br>Manager, Kokomo     | Trade                  |   | \$6,242,258                            |
| 23. | Infineon Technologies<br><br>P.O. Box 80 09 49<br>Munich, Germany 81609<br><br>Tel: 49-0-89-234-8-52-00<br>Fax: 49-0-89-234-8-52-02<br><br>and<br><br>St.-Martin-Strasse 53<br>Munich, Germany 81669 | Peter Bauer,<br>Executive Vice<br>President             | Trade                  |   | \$5,582,352                            |

|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>  | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b>   | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|--|---|------------------------|---|--|
| 24. | Aw Transmission Engineering Aisin<br>Seiki Co Ltd<br>Metro West Industrial Park<br>14933 Keel St<br>Plymouth, MI 48170<br><br>Tel: 734-416-1162<br>Fax: 734-416-3844                     | Ryo Ishibashi, Sales<br>Contact<br><br>and<br><br>Kenji Ito, VP<br><br>and<br><br>Larry Khaykin, Sr.<br>Sales Manager | Trade                  |   | \$5,509,700                            |
| 25. | Applied Bio Systems<br>850 Lincoln Centre Drive<br>Foster City, CA 94404<br><br>Tel: 650-638-6431<br>Fax: 650-638-5998   | Ann Wagoner   | Trade                  |   | \$5,491,366                            |
| 26. | Alps Automotive Inc<br>1500 Atlantic Blvd.<br>Auburn Hills, MI 48326<br><br>Tel: 248-393-7626<br>Fax: 248-391-1564   | Muneki Ishida,<br>General Sales<br>Manager  | Trade                  |   | \$5,182,441                            |
| 27. | Texas Instruments Inc<br>12900 North Meridian Street<br>Suite 175 Ms 4070<br>Carmel, IN 46032<br><br>Tel: 317-574-2626<br>Fax: 317-573-6410  | Brent Mewhinney, US<br>Automotive Sales<br>Manager  | Trade                  |   | \$5,041,608                            |
| 28. | Hitachi Automotive<br><br>955 Warwick Rd<br>Harrodsburg, KY 40330<br><br>Tel: 248-482-0085<br>Fax: 248-474-5097<br><br>and<br><br>34500 Grand River Avenue<br>Farmington Hills, MI 48335 | Darrell Seitz, Senior<br>Account Manager  | Trade                  |   | \$4,979,093                            |



|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>  | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b> | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|--|---|------------------------|---|--|
| 29. | Sharp Electronics Corp<br>2613-1, Chinomoto, Cho, Tenri<br>Nara, Japan 632-8567<br><br>Tel: 81-743-65-4317<br>Fax: 81-743-65-2809                      | Akihiko Imaiya, Group<br>Deputy General<br>Manager      | Trade                  |   | \$4,974,247                            |
| 30. | Semiconductor Components<br>2000 S County Trail<br>East Greenwich, RI 02818<br><br>Tel: 734-953-6848<br>Fax: 734-953-6860                              | Lance Williams,<br>Director of Sales                    | Trade                  |   | \$4,865,672                            |
| 31. | TRW Automotive<br>12000 Tech Center Drive<br>Livonia, MI 48150<br><br>Tel: 734-266-3507<br>Fax: 734-266-5704   | John Nielsen,<br>Director, Sales                        | Trade                  |   | \$4,821,907                            |
| 32. | ISI of Indiana Inc<br>1212 East Michigan St.<br>Indianapolis, IN 46202<br><br>Tel: 317-631-7980<br>Fax: 317-631-7981                                   | Brad Countryman   | Trade                  |   | \$4,760,039                            |
| 33. | Traxle Manufacturing Ltd<br>25300 Telegraph Rd.<br>Ste 450 Raleigh Office Center<br>Southfield, MI 48034<br><br>Tel: 248-355-3533<br>Fax: 248-355-3558 | Russ Pollack, Director<br>of Sales                      | Trade                  |   | \$4,744,747                            |
| 34. | Waupaca Foundry Inc<br>311 S Tower Rd<br>Waupaca, WI 54981-0249<br><br>Tel: 715-258-6611<br>Fax: 715-258-1712  | Gary Thoe, Chairman                                     | Trade                  |   | \$4,684,195                            |

|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>   | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b>    | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|---|--|------------------------|---|--|
| 35. | Hitachi Chemical Asia Pacific<br><br>Bedok Plant: 20, Bedock South Road<br>Singapore, Singapore 469277<br><br>Tel: 6241-9811<br>Fax: 5455-407<br><br>and<br><br>Loyang Plant: 32, Loyang Way<br>Singapore, Singapore 508730<br><br>Tel: 6542-8511 | Y. Yokoya, Deputy<br>Managing Director                     | Trade                  |   | \$4,562,688                            |
| 36. | American Axle & Manufacturing<br>Inc.<br>One Dauch Drive<br>Detroit, MI 48211-1198<br><br>Tel: 313-758-4217<br>Fax: 313-974-2870  | Joel Robinson<br>President<br><br>and<br><br>Bob Finn, CEO | Trade                  |   | \$4,525,561                            |
| 37. | TDK Corporation Of America<br>1221 Business Center Drive<br>Mount Prospect, IL 60056<br><br>Tel: 847-803-6100<br>Fax: 847-803-1125  | Frank H. Avant,<br>President                               | Trade                  |   | \$4,466,206                            |
| 38. | Pioneer Industrial Components<br>(Pioneer Automotive Electronics<br>Sales, Inc.)<br>22630 Haggerty Road<br>Farmington, MI 48335<br><br>Tel: 248-449-6799<br>Fax: 248-449-1940   | Kevin M. Martin<br>Senior VP, Sales                        | Trade                  |   | \$4,189,855                            |
| 39. | Fujitsu Ten Corporation<br>46029 Five Mile Road<br>Plymouth, MI 48170<br><br>Tel: 734-414-6651<br>Fax: 734-414-6660   | Chet Korzeniewski<br>V.P., Sales and<br>Marketing          | Trade                  |   | \$4,156,580                            |

|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>   | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b> | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|---|---|------------------------|---|--|
| 40. | Solectron De Mexico SA de CV<br>Solectron Invotronics<br>26525 American Drive<br>Southfield, MI 48034<br><br>Tel: 248-263-8714<br>Fax: 248-263-8701 | Ed Mike, Sales<br>Manager                               | Trade                  |   | \$4,129,744                            |
| 41. | TI Group Automotive System<br>12345 E Nine Mile<br>Warren, MI 48090<br><br>Tel: 586-755-8312<br>Fax: 586-427-3175                                   | Tim Kuppler, Vice<br>President                          | Trade                  |   | \$3,990,388                            |
| 42. | Timken Company<br>31100 Telegraph Road, Suite 270<br>Bingham Farms, MI 48025<br><br>Tel: 248-554-4882<br>Fax: 248-433-2253                          | Brian Ruel, Director,<br>Sales                          | Trade                  |   | \$3,619,957                            |
| 43. | Engelhard Corporation<br>101 Wood Ave<br>Iselin, NJ 08830<br><br>Tel: 732-205-6497<br>Fax: 732-906-0337   | Barry Perry, Chairman<br>& CEO                          | Trade                  |   | \$3,577,915                            |
| 44. | Cataler North America Corp.<br>7800 Chihama<br>Kakegawa-City Shizuoka, Japan<br><br>Tel: 81-537-72-3131<br>Fax: 81-537-72-2829                      | Hironobu Ono,<br>President                              | Trade                  |   | \$3,462,855                            |
| 45. | Pechiney Rolled Products<br>39111 W Six Mile Rd.<br>Livonia, MI 48152<br><br>Tel: 734-632-8484<br>Fax: 734-632-8483                                 | Jim Offer, Sales<br>Manager                             | Trade                  |   | \$3,393,879                            |
| 46. | Autocam Corporation<br>East Paris Avenue<br>Kentwood, MI 49512<br><br>Tel: 616-541-8551<br>Fax: 616-698-6876  | Scott Dekoker,<br>Customer Manager                      | Trade                  |   | \$3,352,518                            |

|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>   | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b>   | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|---|---|------------------------|---|--|
| 47. | Futaba Corp Of America<br>2865 Wall Triana Hwy<br>Huntsville, AL 35824<br><br>Tel: 256-461-7348<br>Fax: 256-461-7741    | Joe M. Dorris,<br>President   | Trade                  |   | \$3,350,622                            |
| 48. | Victory Packaging<br>3555 Timmons Lane<br>Suite 1440<br>Houston, TX 77027<br><br>Tel: 713-961-3299<br>Fax: 713-961-3824 | Robert Egan,<br>President   | Trade                  |   | \$3,327,441                            |
| 49. | Murata Electronics North<br>2200 Lake Park Drive<br>Smyrna, GA 30080-7604<br><br>Tel: 770-433-7846<br>Fax: 678-842-6625 | David M. McGinnis,<br>Director Automotive<br>Sales  | Trade                  |   | \$3,234,841                            |
| 50. | Niles USA Inc<br>41129 Jo Drive<br>Novi, MI 48375<br><br>Tel: 248-427-9700<br>Fax: 248-427-9701                         | Michael Rudnicki,<br>Account Manager<br><br>and<br><br>Scot McColl,<br>Business Unit<br>Manager | Trade                  |   | \$3,171,181                            |

**DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS  
HOLDING THE FIFTY LARGEST UNSECURED CLAIMS**

I, John D. Sheehan, am the Vice President and Chief Restructuring Officer of Delphi Corporation and in such capacity am familiar with the financial affairs of the Debtors. I have reviewed the foregoing List of Creditors Holding the Fifty Largest Unsecured Claims, and declare that the information contained therein is true and correct to the best of my knowledge, belief and understanding.

Dated: October 8, 2005

s/ John D. Sheehan

John D. Sheehan  
Vice President and Chief  
Restructuring Officer

Delphi Corporation



THIS SPACE IS FOR COURT USE ONLY

|   |  |   |                                   |
|---|--|---|-----------------------------------|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>   |  | Name of Debtor(s):<br><b>Delphi Automotive Systems Overseas Corporation</b>   |                                   |
| <b>Prior Bankruptcy Case Filed Within Last 6 Years</b> (If more than one, attach additional sheet)  |  |   |                                   |
| Location<br>Where Filed: <b>NONE</b>  |  | Case Number:<br><b>N/A</b>  | Date Filed:<br><b>N/A</b>         |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)   |  |   |                                   |
| Name of Debtor:<br><b>See Schedule I attached</b>   |  | Case Number:<br><b>Pending</b>  | Date Filed:<br><b>Date hereof</b> |
| District:<br><b>Southern District of New York</b>   |  | Relationship:<br><b>Affiliate</b>   | Judge:                            |
| <b>SIGNATURES</b>   |  |   |                                   |
| <b>Signature(s) of Debtor(s) (Individual/Joint)</b><br>I declare under penalty of perjury that the information provided in this petition is true and correct.<br>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11 of the United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.<br>I request relief in accordance with the chapter of title 11 of the United States Code, specified in this petition.<br><br>X _____<br>Signature of Debtor<br><br>X _____<br>Signature of Joint Debtor<br><br>_____<br>Telephone Number (if not represented by attorney)<br><br>_____<br>Date   |  | <b>Exhibit A</b><br>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)<br><input type="checkbox"/> Exhibit A is attached and made a part of this petition  |                                   |
| <b>Signature of Attorney</b><br><br>X <u>/s/ John Wm. Butler, Jr.</u><br>Signature of Attorney for Debtor(s)<br><br><u>John Wm. Butler, Jr.</u><br>Printed Name of Attorney Debtor(s)<br><br><u>Skadden, Arps, Slate, Meagher &amp; Flom LLP</u><br>Firm Name<br><br><u>333 West Wacker Drive, Suite 2100</u><br><u>Chicago, Illinois 60606-1285</u><br>Address<br><br><u>(312) 407-0700</u><br>Telephone Number<br><br><u>October 8, 2005</u><br>Date  |  | <b>Exhibit B</b><br>(To be completed if debtor is an individual whose debts are primary consumer debts)<br>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11 of the United States Code, and have explained the relief available under each such chapter.<br><br>X _____<br>Signature of Attorney for Debtor(s) _____ Date _____ |                                   |
| <b>Signature of Attorney</b><br><br>X <u>/s/ Kayalyn A. Marafioti</u><br>Signature of Attorney for Debtor(s)<br><br><u>Kayalyn A. Marafioti</u><br>Printed Name of Attorney Debtor(s)<br><br><u>Skadden, Arps, Slate, Meagher &amp; Flom LLP</u><br>Firm Name<br><br><u>Four Times Square</u><br><u>New York, New York 10036</u><br>Address<br><br><u>(212) 735-3000</u><br>Telephone Number<br><br><u>October 8, 2005</u><br>Date  |  | <b>Exhibit C</b><br>Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?<br><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.<br><input checked="" type="checkbox"/> No.  |                                   |
| <b>Signature of Non-Attorney Petition Preparer</b>  |  |   |                                   |
| I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.<br><br>_____<br>Printed Name of Bankruptcy Petition Preparer<br><br>_____<br>Social Security Number (Required by 11 U.S.C. § 110(c).)<br><br>_____<br>Address<br><br>_____<br>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:<br><br>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.<br><br>X _____<br>Signature of Bankruptcy Petition Preparer<br><br>_____<br>Date<br><br>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156. |  |   |                                   |
| <b>Signature of Debtor (Corporation/Partnership)</b><br>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.<br>The debtor requests relief in accordance with the chapter of title 11 of the United States Code, specified in this petition.<br><br>X <u>/s/ John D. Sheehan</u><br>Signature of Authorized Individual<br><u>John D. Sheehan</u><br>Printed Name of Authorized Individual<br><u>Vice President and Chief Restructuring Officer</u><br>Title of Authorized Individual<br><u>October 8, 2005</u><br>Date   |  |   |                                   |



## **SCHEDULE I**

### **PENDING BANKRUPTCY CASES OF AFFILIATES**

The following affiliates, which include the Debtor, have filed voluntary petitions under chapter 11 with this Court, on the date hereof:

ASEC Manufacturing General Partnership (Delaware)  
ASEC Sales General Partnership (Delaware)  
Aspire, Inc. (Michigan)  
Delco Electronics Overseas Corporation (Delaware)  
Delphi Automotive Systems (Holding), Inc. (Delaware)  
Delphi Automotive Systems Global (Holding), Inc. (Delaware)  
Delphi Automotive Systems Human Resources LLC (Delaware)  
Delphi Automotive Systems International, Inc. (Delaware)  
Delphi Automotive Systems Korea, Inc. (Delaware)  
Delphi Automotive Systems LLC (Delaware)  
Delphi Automotive Systems Overseas Corporation (Delaware)  
Delphi Automotive Systems Risk Management Corp. (Delaware)  
Delphi Automotive Systems Services LLC (Delaware)  
Delphi Automotive Systems Tennessee, Inc. (Delaware)  
Delphi Automotive Systems Thailand, Inc. (Delaware)  
Delphi China LLC (Delaware)  
Delphi Connection Systems (California)  
Delphi Corporation (Delaware)  
Delphi Diesel Systems Corp. (Delaware)  
Delphi Electronics (Holding) LLC (Delaware)  
Delphi Foreign Sales Corporation (Virgin Islands)  
Delphi Integrated Service Solutions, Inc. (Michigan)  
Delphi International Holdings Corp. (Delaware)  
Delphi International Services, Inc. (Delaware)  
Delphi Liquidation Holding Company (Delaware)  
Delphi LLC (Delaware)  
Delphi Mechatronic Systems, Inc. (Delaware)  
Delphi Medical Systems Colorado Corporation (Colorado)  
Delphi Medical Systems Corporation (Delaware)  
Delphi Medical Systems Texas Corporation (Delaware)  
Delphi NY Holding Corporation (New York)  
Delphi Services Holding Corporation (Delaware)  
Delphi Technologies, Inc. (Delaware)  
DREAL, Inc. (Delaware)  
Environmental Catalysts, LLC (Delaware)  
Exhaust Systems Corporation (Delaware)  
Packard Hughes Interconnect Company (Delaware)  
Specialty Electronics International Ltd. (Virgin Islands)  
Specialty Electronics, Inc. (South Carolina)

**DELPHI AUTOMOTIVE SYSTEMS OVERSEAS CORPORATION  
UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

**Dated as of October 4, 2005**

Pursuant to Section 141(f) of Delaware General Corporation Law, the undersigned, being all the members of the Board of Directors (the "Board") of Delphi Automotive Systems Overseas Corporation, a Delaware corporation (the "Corporation"), do hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board and direct that this written consent be filed with the minutes of the proceedings of the Board:

WHEREAS, the Board has been presented with a proposed petition to be filed by the Corporation in the United States Bankruptcy Court for the Southern District of New York seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought;

WHEREAS, the Corporation will benefit by the borrowings and use of cash collateral under that certain Revolving Credit, Term Loan and Guaranty Agreement, to be dated the date of the filing of the petition pursuant to Chapter 11 of the Bankruptcy Code (the "Loan Agreement") and together with each other document, instrument or agreement executed by the Corporation or any Guarantor in connection therewith, the "Loan Documents", among Delphi Corporation (the "Parent") (the ultimate parent of the Corporation), the Corporation, each a debtor and debtor-in-possession in a case to be filed under Chapter 11 of the Bankruptcy Code, and the other subsidiaries of the Parent signatory thereto (each a "Guarantor" and collectively with the Corporation, the "Guarantors"), each of which Guarantors will be a debtor and debtor-in-possession in a case to be filed under Chapter 11 of the Bankruptcy Code (the cases of the Parent and the Guarantors, each a "Case" and collectively, the "Cases"), JPMorgan Chase Bank, N.A. ("JPMCB"), Citigroup USA, Inc. ("CUSA"), each of the other financial institutions from time to time party hereto (together with JPMCB and CUSA, the "Lenders"), JPMCB, as administrative agent (in such capacity, the "Administrative Agent") for the Lenders, and CUSA, as syndication agent (in such capacity, the "Syndication Agent"; together, the Administrative Agent and the Syndication Agent are the "Agents") for the Lenders; which Loan Documents (A) provide the Parent with loan facilities of \$2,000,000,000,

comprised of (i) a revolving credit and letter of credit facility in an aggregate principal amount of \$1,750,000,000 as set forth therein and (ii) a term loan in an aggregate principal amount of \$250,000,000 as set forth therein, (B) require all of the Parent's obligations therein to be guaranteed by the Guarantors, and (C) provide for the proceeds therefrom to be used for working capital and for other general corporate purposes of the Parent and its Subsidiaries, including the making of pension contributions, adequate protection payments to the pre-petition lenders, and the payment of transaction costs, fees and expenses in respect of the contemplated transactions and the Cases and the payment of all Restructuring Costs (as defined in the Loan Agreement);

WHEREAS, the Board has determined that it is in the best interests of this Corporation and its stakeholders that this Corporation file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession would be sought.

NOW THEREFORE, BE IT RESOLVED, that this Corporation file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that Marjorie Harris Loeb hereby is elected an Assistant Secretary of the Corporation and shall have all of the powers, authority and the duties of the Secretary during the absence or disability of the Secretary; and it is further

RESOLVED, that each of the chairman, president, vice president, treasurer, secretary, assistant secretary and chief tax officer of the Corporation be appointed by the Board as an authorized signatory (each, individually, an "Authorized Officer," and, collectively, the "Authorized Officers") in connection with the chapter 11 case authorized herein; and it is further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized, empowered and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York in such form and at such time as the Authorized Officer executing said petition on behalf of this Corporation shall determine; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officers or any other officers of the Corporation

to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that the terms and provisions of the Loan Documents, with such deletions or changes therein or additions thereto (substantial or otherwise) as the Authorized Officer executing the same may approve, are hereby adopted and approved in all respects; and that the Corporation hereby is authorized to enter into the Loan Documents and perform its obligations under the Loan Documents and to execute, authorize, deliver, verify, and/or file, or cause to be executed, authorized, delivered, verified and/or filed all necessary documents required to consummate the transactions contemplated thereby, and the Corporation is hereby authorized to borrow and to request letters of credit under the Loan Documents, and to pledge, mortgage or grant a lien or a security interest in, assets of the Corporation as security for such borrowing; and it is further

RESOLVED, that each and every officer, including the Authorized Officers, of the Corporation be, and each of them, acting alone, is hereby authorized, directed and empowered from time to time in the name and on behalf of the Corporation to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Corporation or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the Loan Documents (including, without limitation, any amendments, supplements or modifications to the Loan Documents and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Corporation now or hereafter acquired as contemplated by the Loan Documents, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Corporation, in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, his or her execution and delivery thereof to be conclusive evidence that he or she deems it necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority to so act and of his or her approval thereof; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute, deliver and perform for and on behalf of the Corporation, as a debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, containing such provisions, terms, conditions, covenants, warranties and representations as may be

deemed necessary or appropriate by the Authorized Officer or Authorized Officers so acting; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to authorize the Agent (as defined in the Loan Agreement) to file any Uniform Commercial Code (the "UCC") financing statement the Agent deems necessary or convenient to perfect any lien or security interest granted under any agreement of the Corporation granting security to the Agent for the benefit of the Lenders, including any such UCC financing statement containing a super-generic description of collateral, such as "all assets", "all property now or hereafter acquired" and other similar descriptions of like import and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Corporation and such other filing in respect of intellectual and other property of the Corporation, in each case as the Agent may reasonably request to perfect the security interests of the Agent and the Lenders under the Loan Documents; and it is further

RESOLVED, that the Corporation as an indirect wholly-owned subsidiary of Parent, hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in its judgment shall be necessary, appropriate or advisable to cause and authorize the Corporation to guaranty, including, without limitation, any guaranty required by the Agent as a condition of the Lenders entry into the Loan Documents, the borrowing by the Parent of funds from a Lender or Lenders as any Authorized Officer of the Corporation or Parent deems appropriate, and obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any one or more of the Authorized Officers as reasonably necessary for the continuing conduct of the affairs of the Corporation and Parent and the Corporation may grant security interests in and liens upon all or any portion of its assets as may be deemed necessary by any one or more of the Authorized Officers in connection with such borrowings or the use of such cash collateral, including, without limitation, any grant of security, liens or mortgages required by the Agent as a condition of the Lenders entry into the Loan Documents; and it is further

RESOLVED, that Rothschild, Inc. be, and hereby are, employed as financial advisors and investment bankers for the Corporation in the chapter 11 case; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP and its affiliates be, and hereby are, employed

under general retainer as attorneys for the Corporation in the chapter 11 case; and it is further

RESOLVED, that the law firm of Shearman & Sterling LLP be, and hereby are, employed as special counsel for the Corporation in the chapter 11 case; and it is further

RESOLVED, that FTI Consulting, Inc. be, and hereby are, employed as restructuring advisor for the Corporation in the chapter 11 case; and it is further

RESOLVED, that the Authorized Officers of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers of the Corporation, each of the Authorized Officers of the Corporation be, and they hereby are, authorized and directed to take or perform or cause to be taken or performed all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation, to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions; and it is further

RESOLVED, that all actions heretofore taken consistent with the purpose and intent of the foregoing resolutions are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that this consent may be signed in any number of counterparts, each of which shall be an original and all of which, taken together, shall constitute one and the same instrument and that once signed, this consent shall be filed with the corporate records of the Corporation; and it is further

RESOLVED, that the foregoing resolutions shall be effective upon, and only in the event that, the Parent resolves to file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code.

When signed by all members of the Corporation's Board of Directors, this unanimous written consent shall be effective as of the date first written above.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed  
this unanimous written consent of the Board of Directors as of the date  
first written above.

By: Fred J. Beller III  
Fred J. Beller III

By: \_\_\_\_\_  
Mark C. Lorenz



IN WITNESS WHEREOF, the undersigned have executed  
this unanimous written consent of the Board of Directors as of the date  
first written above.

By: \_\_\_\_\_  
Fred J. Beller III

By:   
Mark C. Lorenz

**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE FIFTY LARGEST UNSECURED CLAIMS**

Following is a list of the Debtors' creditors holding the fifty largest unsecured claims on a consolidated basis with its debtor-affiliates.<sup>1</sup> The list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing a chapter 11 case. This list does not include (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31), or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the fifty largest unsecured claims.

|    | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>  | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b> | <b>Nature of Claim</b>        | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|----|--|---|-------------------------------|---|--|
| 1. | General Motors Corporation<br>300 Renaissance Center<br>P.O. Box 300<br>Detroit, MI 48265-3000<br><br>Tel: 313-665-4898 (Legal)<br>Tel: 313-556-5000 (Main)<br>Fax: 517-272-3709   | John Devine, CFO  | Trade, Warranty,<br>and Other | Contingent<br>and<br>Unliquidated                           | Unknown                                |
| 2. | International Union of Electronic,<br>Electrical, Salaried, Machine and<br>Furniture Workers –<br>Communications Workers of<br>America<br>501 3rd Street N.W., 6th Floor<br>Washington, D.C. 20001<br><br>Tel: 202-434-1156<br>Fax: 202-434-1343 | James D. Clark,<br>President                            | Wages and<br>Benefits         | Contingent<br>and<br>Unliquidated                           | Unknown                                |
| 3. | Pension Benefit Guaranty Corp<br>1200 K Street, N.W.<br>Washington, D.C. 20005<br><br>Tel: 202-326-4020<br>Fax: 202-326-4112   | Jeffrey Cohen, Chief<br>Counsel                         | Guaranty                      | Contingent<br>and<br>Unliquidated                           | Unknown                                |

<sup>1</sup> All claims of affiliates are reported on a consolidated basis.

|    | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>  | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b>                                  | <b>Nature of Claim</b>          | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|----|--|--|---------------------------------|---|--|
| 4. | United Auto Workers<br>8000 E. Jefferson<br>Detroit, MI 48214<br><br>Tel: 313-926-5000<br>Fax: 313-823-6016  | Richard Shoemaker,<br>Vice President &<br>Director GM<br>Department                      | Wages and<br>Benefits           | Contingent<br>and<br>Unliquidated                           | Unknown                                |
| 5. | United Steel Workers<br>5 Gateway Center<br>Pittsburgh, PA 15222<br><br>Tel: 412-562-2400<br>Fax: 412-562-2484   | Leo W. Gerard,<br>President  | Wages and<br>Benefits           | Contingent<br>and<br>Unliquidated                           | Unknown                                |
| 6. | Wilmington Trust Company<br>Corporate Trust Office<br>1100 North Market Street Rodney<br>Square North,<br>Wilmington, DE 19890<br><br>Tel: 302-636-6058<br>Fax: 302-636-4143   | Steven M. Cimalore,<br>Vice President  | Notes                           |   | \$2,000,000,000                        |
| 7. | Law Debenture Trust Company of<br>New York<br>Corporate Trust Office<br>780 Third Ave, 31st Floor<br>New York, NY 10017<br><br>Tel: 212-750-6474<br>Fax: 212-750-1361<br><br>and<br><br>Wilmington Trust Company<br>Corporate Trust Office<br>1100 North Market Street Rodney<br>Square North,<br>Wilmington, DE 19890<br><br>Tel: 302-636-6058<br>Fax: 302-636-4143 | Patrick Healy,<br>Vice President<br><br>and<br><br>Steven M. Cimalore,<br>Vice President | Junior<br>Subordinated<br>Notes |   | \$412,371,975                          |

|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>  | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b>   | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|--|---|------------------------|---|--|
| 8.  | Flextronics International Asia Pacific<br>2 Robbins Road<br>Westford, MA 01886<br><br>Tel: 978-392-3015<br>Fax: 978-392-3011         | Joe Minville, Sr.<br>Director, Business<br>Development, Global<br>Automotive Markets                              | Trade                  |   | \$40,781,535                           |
| 9.  | Freescale Semiconductor Inc<br>6501 William Cannon Drive West<br>Austin, TX 78735-8598<br><br>Tel: 512-895-2093<br>Fax: 512-895-8746 | Paul Grimme, Senior<br>Vice President and<br>General Manager,<br>Transportation and<br>Standard Products<br>Group | Trade                  |   | \$22,710,027                           |
| 10. | Robert Bosch Corporation<br>38000 Hills Tech Drive<br>Farmington Hills, MI 48331-3417<br><br>Tel: 248-848-2555<br>Fax: 248-848-6505  | Linda Lynch, Sales<br>Manager, General<br>Motors N.A.   | Trade                  |   | \$15,069,265                           |
| 11. | Siemens Automotive Ltd<br>2400 Executive Hill Blvd.<br>Auburn Hills, MI 48326-2980<br><br>Tel: 248-209-5874<br>Fax: 248-209-7877     | Peter H. Huizinga,<br>Sales Manager, North<br>American Sales  | Trade                  |   | \$13,619,300                           |
| 12. | PBR Automotive USA Pacific Group<br>Ltd<br>140 Ellen Drive<br>Orion Township, MI 48359<br><br>Tel: 248-340-1290<br>Fax: 248-377-4939 | Gordon Diag, VP   | Trade                  |   | \$10,542,285                           |
| 13. | DMC 2 Canada Corporation<br>2347 Commercial Drive<br>Auburn Hills, MI 48326<br><br>Tel: 248-292-2261<br>Fax: 248-340-2471            | Bill Staron, Senior VP  | Trade                  |   | \$8,976,696                            |

|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>   | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b>  | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|---|--|------------------------|---|--|
| 14. | NEC Electronics Inc<br>Three Galleria Tower<br>13155 Noel Road, Ste 1100<br>Dallas, TX 75240<br><br>Tel: 972-855-5126<br>Fax: 972-655-5133  | Jim Trent, General<br>Manager, Automotive<br>SBU   | Trade                  |   | \$8,896,819                            |
| 15. | HSS LLC<br>5446 Dixie Highway<br>Saginaw, MI 48601<br><br>Tel: 989-777-2983<br>Fax: 989-777-4818  | David Bader,<br>President  | Trade                  |   | \$8,296,550                            |
| 16. | Tyco Electronics Corp<br><br>Amperestrabe 12-14<br>Bensheim, Germany D-64625<br><br>Tel: 49-0-62-51-133-1-202<br>Fax: 49-0-62-51-133-1-548<br><br>and<br><br>P.O. Box 3608<br>Harrisburg, PA 17105-3608<br><br>Tel: 717-592-2298<br>Fax: 717-592-7555 | Dr. Jurgen W.<br>Gromer, Vice<br>President Tyco<br>International Ltd.,<br>President and CEO<br>Tyco Electronics<br>Corp. | Trade                  |   | \$8,278,304                            |
| 17. | Molex Inc<br>222 Wellington Court<br>Lisle, IL 60532-1682<br><br>Tel: 630-718-5888<br>Fax: 630-813-5888   | Ron Schubel,<br>Executive Vice<br>President, President<br>Americas Region  | Trade                  |   | \$8,014,656                            |
| 18. | Panasonic Automotive<br>26455 American Drive<br>Southfield, MI 48034<br><br>Tel: 248-447-7111<br>Fax: 248-447-7008  | Vince Sarrecchia,<br>President,<br>Headquarters  | Trade                  |   | \$7,429,854                            |

|     | <b>Name, Address, Phone and Fax<br/>No. of Creditor</b>  | <b>Person(s) Familiar<br/>with Debtors'<br/>Account</b> | <b>Nature of Claim</b> | <b>Contingent,<br/>Unliquidated<br/>and/or<br/>Disputed</b> | <b>Approximate<br/>Amount of Claim</b> |
|-----|--|---|------------------------|---|--|
| 19. | Olin Corp<br>427 N Shamrock Street<br>East Alton, IL 62024-1174<br><br>Tel: 618-258-26664<br>Fax: 618-258-3481   | Devin Denner, Sales<br>Manager                          | Trade                  |   | \$7,231,721                            |
| 20. | Methode Electronics Inc<br>7401 W. Wilson<br>Chicago, IL 60706<br><br>Tel: 708-867-6777<br>Fax: 708-867-3288   | Don Duda, President                                     | Trade                  |   | \$6,397,471                            |
| 21. | SGS Thompson<br>Victor Park West<br>19575 Victor Parkway<br>Livonia, MI 48152<br><br>Tel: 734-953-1711<br>Fax: 734-462-4034  | Scott Shilling, Sales<br>Director                       | Trade                  |   | \$6,386,126                            |
| 22. | Philips Semiconductors<br>1817 Dogwood Drive<br>Kokomo, IN 46902<br><br>Tel: 765-868-3861<br>Fax: 765-452-9915   | Sam L. Trency,<br>Global Account<br>Manager, Kokomo     | Trade                  |   | \$6,242,258                            |
| 23. | Infineon Technologies<br><br>P.O. Box 80 09 49<br>Munich, Germany 81609<br><br>Tel: 49-0-89-234-8-52-00<br>Fax: 49-0-89-234-8-52-02<br><br>and<br><br>St.-Martin-Strasse 53<br>Munich, Germany 81669 | Peter Bauer,<br>Executive Vice<br>President             | Trade                  |   | \$5,582,352                            |

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|-----|--|---|------------------------|---|--|
| 24. | Aw Transmission Engineering Aisin<br>Seiki Co Ltd<br>Metro West Industrial Park<br>14933 Keel St<br>Plymouth, MI 48170<br><br>Tel: 734-416-1162<br>Fax: 734-416-3844                     | Ryo Ishibashi, Sales<br>Contact<br><br>and<br><br>Kenji Ito, VP<br><br>and<br><br>Larry Khaykin, Sr.<br>Sales Manager | Trade                  |   | \$5,509,700                            |
| 25. | Applied Bio Systems<br>850 Lincoln Centre Drive<br>Foster City, CA 94404<br><br>Tel: 650-638-6431<br>Fax: 650-638-5998   | Ann Wagoner   | Trade                  |   | \$5,491,366                            |
| 26. | Alps Automotive Inc<br>1500 Atlantic Blvd.<br>Auburn Hills, MI 48326<br><br>Tel: 248-393-7626<br>Fax: 248-391-1564   | Muneki Ishida,<br>General Sales<br>Manager  | Trade                  |   | \$5,182,441                            |
| 27. | Texas Instruments Inc<br>12900 North Meridian Street<br>Suite 175 Ms 4070<br>Carmel, IN 46032<br><br>Tel: 317-574-2626<br>Fax: 317-573-6410  | Brent Mewhinney, US<br>Automotive Sales<br>Manager  | Trade                  |   | \$5,041,608                            |
| 28. | Hitachi Automotive<br><br>955 Warwick Rd<br>Harrodsburg, KY 40330<br><br>Tel: 248-482-0085<br>Fax: 248-474-5097<br><br>and<br><br>34500 Grand River Avenue<br>Farmington Hills, MI 48335 | Darrell Seitz, Senior<br>Account Manager  | Trade                  |   | \$4,979,093                            |

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|-----|--|---|------------------------|---|--|
| 29. | Sharp Electronics Corp<br>2613-1, Chinomoto, Cho, Tenri<br>Nara, Japan 632-8567<br><br>Tel: 81-743-65-4317<br>Fax: 81-743-65-2809                      | Akihiko Imaiya, Group<br>Deputy General<br>Manager      | Trade                  |   | \$4,974,247                            |
| 30. | Semiconductor Components<br>2000 S County Trail<br>East Greenwich, RI 02818<br><br>Tel: 734-953-6848<br>Fax: 734-953-6860                              | Lance Williams,<br>Director of Sales                    | Trade                  |   | \$4,865,672                            |
| 31. | TRW Automotive<br>12000 Tech Center Drive<br>Livonia, MI 48150<br><br>Tel: 734-266-3507<br>Fax: 734-266-5704   | John Nielsen,<br>Director, Sales                        | Trade                  |   | \$4,821,907                            |
| 32. | ISI of Indiana Inc<br>1212 East Michigan St.<br>Indianapolis, IN 46202<br><br>Tel: 317-631-7980<br>Fax: 317-631-7981                                   | Brad Countryman   | Trade                  |   | \$4,760,039                            |
| 33. | Traxle Manufacturing Ltd<br>25300 Telegraph Rd.<br>Ste 450 Raleigh Office Center<br>Southfield, MI 48034<br><br>Tel: 248-355-3533<br>Fax: 248-355-3558 | Russ Pollack, Director<br>of Sales                      | Trade                  |   | \$4,744,747                            |
| 34. | Waupaca Foundry Inc<br>311 S Tower Rd<br>Waupaca, WI 54981-0249<br><br>Tel: 715-258-6611<br>Fax: 715-258-1712  | Gary Thoe, Chairman                                     | Trade                  |   | \$4,684,195                            |



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|-----|---|--|------------------------|---|--|
| 35. | Hitachi Chemical Asia Pacific<br><br>Bedok Plant: 20, Bedock South Road<br>Singapore, Singapore 469277<br><br>Tel: 6241-9811<br>Fax: 5455-407<br><br>and<br><br>Loyang Plant: 32, Loyang Way<br>Singapore, Singapore 508730<br><br>Tel: 6542-8511 | Y. Yokoya, Deputy<br>Managing Director                     | Trade                  |   | \$4,562,688                            |
| 36. | American Axle & Manufacturing<br>Inc.<br>One Dauch Drive<br>Detroit, MI 48211-1198<br><br>Tel: 313-758-4217<br>Fax: 313-974-2870  | Joel Robinson<br>President<br><br>and<br><br>Bob Finn, CEO | Trade                  |   | \$4,525,561                            |
| 37. | TDK Corporation Of America<br>1221 Business Center Drive<br>Mount Prospect, IL 60056<br><br>Tel: 847-803-6100<br>Fax: 847-803-1125  | Frank H. Avant,<br>President                               | Trade                  |   | \$4,466,206                            |
| 38. | Pioneer Industrial Components<br>(Pioneer Automotive Electronics<br>Sales, Inc.)<br>22630 Haggerty Road<br>Farmington, MI 48335<br><br>Tel: 248-449-6799<br>Fax: 248-449-1940   | Kevin M. Martin<br>Senior VP, Sales                        | Trade                  |   | \$4,189,855                            |
| 39. | Fujitsu Ten Corporation<br>46029 Five Mile Road<br>Plymouth, MI 48170<br><br>Tel: 734-414-6651<br>Fax: 734-414-6660   | Chet Korzeniewski<br>V.P., Sales and<br>Marketing          | Trade                  |   | \$4,156,580                            |

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|-----|---|---|------------------------|---|--|
| 40. | Solectron De Mexico SA de CV<br>Solectron Invotronics<br>26525 American Drive<br>Southfield, MI 48034<br><br>Tel: 248-263-8714<br>Fax: 248-263-8701 | Ed Mike, Sales<br>Manager                               | Trade                  |   | \$4,129,744                            |
| 41. | TI Group Automotive System<br>12345 E Nine Mile<br>Warren, MI 48090<br><br>Tel: 586-755-8312<br>Fax: 586-427-3175                                   | Tim Kuppler, Vice<br>President                          | Trade                  |   | \$3,990,388                            |
| 42. | Timken Company<br>31100 Telegraph Road, Suite 270<br>Bingham Farms, MI 48025<br><br>Tel: 248-554-4882<br>Fax: 248-433-2253                          | Brian Ruel, Director,<br>Sales                          | Trade                  |   | \$3,619,957                            |
| 43. | Engelhard Corporation<br>101 Wood Ave<br>Iselin, NJ 08830<br><br>Tel: 732-205-6497<br>Fax: 732-906-0337   | Barry Perry, Chairman<br>& CEO                          | Trade                  |   | \$3,577,915                            |
| 44. | Cataler North America Corp.<br>7800 Chihama<br>Kakegawa-City Shizuoka, Japan<br><br>Tel: 81-537-72-3131<br>Fax: 81-537-72-2829                      | Hironobu Ono,<br>President                              | Trade                  |   | \$3,462,855                            |
| 45. | Pechiney Rolled Products<br>39111 W Six Mile Rd.<br>Livonia, MI 48152<br><br>Tel: 734-632-8484<br>Fax: 734-632-8483                                 | Jim Offer, Sales<br>Manager                             | Trade                  |   | \$3,393,879                            |
| 46. | Autocam Corporation<br>East Paris Avenue<br>Kentwood, MI 49512<br><br>Tel: 616-541-8551<br>Fax: 616-698-6876  | Scott Dekoker,<br>Customer Manager                      | Trade                  |   | \$3,352,518                            |

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|-----|---|---|------------------------|---|--|
| 47. | Futaba Corp Of America<br>2865 Wall Triana Hwy<br>Huntsville, AL 35824<br><br>Tel: 256-461-7348<br>Fax: 256-461-7741    | Joe M. Dorris,<br>President   | Trade                  |   | \$3,350,622                            |
| 48. | Victory Packaging<br>3555 Timmons Lane<br>Suite 1440<br>Houston, TX 77027<br><br>Tel: 713-961-3299<br>Fax: 713-961-3824 | Robert Egan,<br>President   | Trade                  |   | \$3,327,441                            |
| 49. | Murata Electronics North<br>2200 Lake Park Drive<br>Smyrna, GA 30080-7604<br><br>Tel: 770-433-7846<br>Fax: 678-842-6625 | David M. McGinnis,<br>Director Automotive<br>Sales  | Trade                  |   | \$3,234,841                            |
| 50. | Niles USA Inc<br>41129 Jo Drive<br>Novi, MI 48375<br><br>Tel: 248-427-9700<br>Fax: 248-427-9701                         | Michael Rudnicki,<br>Account Manager<br><br>and<br><br>Scot McColl,<br>Business Unit<br>Manager | Trade                  |   | \$3,171,181                            |

**DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS  
HOLDING THE FIFTY LARGEST UNSECURED CLAIMS**

I, John D. Sheehan, am the Vice President and Chief Restructuring Officer of Delphi Corporation and in such capacity am familiar with the financial affairs of the Debtors. I have reviewed the foregoing List of Creditors Holding the Fifty Largest Unsecured Claims, and declare that the information contained therein is true and correct to the best of my knowledge, belief and understanding.

Dated: October 8, 2005

s/ John D. Sheehan

John D. Sheehan  
Vice President and Chief  
Restructuring Officer

Delphi Corporation

